

Hearing Date: January 17, 2008
Hearing Time: 10:00 a.m. (prevailing Eastern time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
Debtors.	: (Jointly Administered)
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PROPOSED CONFIRMATION HEARING AGENDA

Location Of Hearing: United States Bankruptcy Court for the Southern District of New
York, Alexander Hamilton Custom House, Room 610, 6th Floor,
One Bowling Green, New York, New York 10004-1408

The matters set for hearing are divided into the following categories for the purposes of this Proposed Agenda:

- A. Introduction
- B. Rule 3018(a) Motions (4 Matters)
- C. First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession
- D. MDL And Insurance Settlement Approval Motion
- E. Rights Offering Estimation Motion

B. Rule 3018(a) Motions (4 Matters)

1. **"Bank Of America Motion For Temporary Allowance Of Claims"** – Motion Of Bank Of America, N.A. For Entry Of Order Temporarily Allowing Claims For Voting On Plan Pursuant To Fed. R. Bankr. P. 3018(a) (Docket No. 9683)

Responses filed: *Objection Of Davidson Kempner Capital Management LLC; Elliott Associates, L.P.; Nomura Corporate Research & Asset Management, Inc.; Northeast Investors Trust; And Whitebox Advisors, LLC To Motion Of Bank Of America, N.A. For Entry Of Order Temporarily Allowing Claims For Voting On Plan Pursuant To Fed. R. Bankr. P. 3018(a) (Docket No. 11960)*

Reply filed: *None.*

Related filings: *None.*

Status: *Counsel for Bank of America has advised that this motion will be withdrawn.*

2. **"Technology Properties Motion For Temporary Allowance Of Claims"** – Motion Of Technology Properties Ltd. For Entry Of Order Temporarily Allowing Claims For Voting On Plan Pursuant To Fed. R. Bankr. P. 3018(a) (Docket No. 10425)

Responses filed: *Debtors' Objection To Motion Of Technology Properties, Ltd. For Entry Of Order Temporarily Allowing Claims For Voting On Plan Pursuant To Fed. R. Bankr. P. 3018(a) (Docket No. 10650)*

Reply filed: *None.*

Related filings: *None.*

Status: *Counsel for Technology Properties Ltd. has advised that this motion will be withdrawn.*

3. **"FCI Claims Estimation Motion"** – Motion For Order Estimating Claims For Purposes Of Voting On Plan Of Reorganization (Docket No. 11618)

Responses filed: *Objection Of Caspian Capital Advisors, LLC; CR Intrinsic Investors, LLC; Davidson Kempner Capital Management LLC; Elliott Associates, L.P.; Nomura Corporate Research & Asset Management, Inc.; Northeast Investors Trust; And Whitebox Advisors, LLC To Motion Of Fiduciary Counselors, Inc. For Order Estimating Claims For Purposes Of Voting On Plan Of Reorganization (Docket No. 11830)*

A response will be filed by the Debtors.

Reply filed: *None.*

Related filings: *None.*

Status: *The hearing with respect to this matter will be proceeding.*

4. **"SPCP Group Motion For Temporary Allowance Of Claims"** – Motion Of SPCP Group, L.L.C. Pursuant To Bankruptcy Rule 3018(a) Requesting Temporarily Allowance Of Claims For Purposes Of Voting To Accept Or Reject The Plan (Docket No. 11625)

Responses filed: *A response will be filed by the Debtors.*

Reply filed: *None.*

Related filings: *None.*

Status: *The hearing with respect to this matter will be proceeding.*

C. First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession

5. **"Plan Of Reorganization"** – First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386)

Responses filed: *See attached Exhibit A.*

Reply filed: *Memorandum of Law of Debtors, Affiliated Debtors and Debtors-in-Possession (A) In Support of Confirmation of the First Amended Joint Plan of Reorganization of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession and (B) In Response to Objections Thereto (will be filed.)*

Related filings: *Order Under 11 U.S.C. §§ 105(a), 363(b), 503(b), And 507(a) Authorizing And Approving Delphi-Appaloosa Equity Purchase And Commitment Agreement Amendment (Docket No. 11382)*

First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386)

First Amended Disclosure Statement With Respect To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11388)

Order Approving (I) Disclosure Statement, (II) Record Date, Voting Deadline, And Procedures For Temporary Allowance Of Certain Claims, (III) Hearing Date To Consider Confirmation Of Plan, (IV) Procedures For Filing Objections To Plan, (V) Solicitation Procedures For Voting On Plan, (VI) Cure Claim Procedures, (VII) Procedures For Resolving Disputes Relating To Postpetition Interest, And (VIII) Reclamation Claim Procedures (Docket No. 11389)

Stipulation And Agreed Protective Order Governing Production And Use Of Confidential And Highly Confidential Information In Connection With The Contested Hearing In Connection With Confirmation Of First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11583)

December 28, 2007 Notice Of Filing Of Exhibits With Respect To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11608)

Scheduling Order Establishing Procedures Related To Hearing On Confirmation Of Plan Of Reorganization (Docket No. 11796)

Affidavit Of Evan Gershbein With Respect To Mailing Of The Solicitation Package (Docket No. 11972)

Affidavit Of Evan Gershbein With Respect To Mailing Of The Solicitation Package (Docket No. 11974)

Affidavit Of Elizabeth N. Adam With Respect To Mailing Of The Amended Plan And Exhibits (Docket No. 11977)

Affidavit Of Jane Sullivan Of Financial Balloting Group LLC With Respect To Mailing Of The Solicitation Package To Holders Of Public Securities (Docket No. 11981)

Declaration Of Eric Kurtzman, Certifying Tabulation Of Ballots Regarding Vote On First Amended Plan Of Reorganization Of Delphi Corporation And Certain Of Its Subsidiaries And Affiliates (Will be filed)

Declaration Of Jane Sullivan, Certifying Tabulation Of Ballots Regarding Vote On First Amended Plan Of Reorganization Of Delphi Corporation And Certain Of Its Subsidiaries And Affiliates (Will be filed)

Status: The hearing with respect to Confirmation of the Plan of Reorganization will be proceeding. The hearing with respect to objections to Cure Amount will be adjourned

*to a date to be determined by the Court to the extent that
a consensual resolution cannot be reached.*

D. MDL And Insurance Settlement Approval Motion

6. **"MDL And Insurance Settlement Approval Motion"** – Motion For Order
Approving Multidistrict Litigation And Insurance Settlements (Docket No. 9296)

*Responses filed: Objection By Castlerigg Master Investments Ltd.; CR
Intrinsic Investors, LLC; Davidson Kempner Capital
Management LLC; Elliot Associates, L.P.; And SPCP
Group, LLC To Motion By The Debtors For Order
Approving Multidistrict Litigation And Insurance
Settlements (Docket No. 10687)*

*Limited Objection Of Castlerigg Master Investments
Ltd.; CR Intrinsic Investors, LLC; Davidson Kempner
Capital Management LLC; Elliot Associates, L.P.; And
SPCP Group, LLC To Order Preliminarily Approving
Multidistrict Litigation And Insurance Settlement
(Docket No. 10689)*

*Preliminary Objection Of Caspian Capital Advisors,
LLC; Castlerigg Master Investments Ltd.; CR Intrinsic
Investors, LLC; Davidson Kempner Capital
Management LLC; Elliott Associates, L.P.; Everest
Capital Limited; Nomura Corporate Research & Asset
Management, Inc.; Northeast Investors Trust; And
Whitebox Advisors, LLC To Confirmation Of First
Amended Joint Plan Of Reorganization Of Delphi
Corporation And Certain Affiliates, Debtors And
Debtors-In-Possession (Docket No. 11471)*

*Memorandum Of Law And Supplemental Objection Of
Davidson Kempner Capital Management LLC; Elliott
Associates, L.P.; Nomura Corporate Research & Asset
Management, Inc.; Northeast Investors Trust; And
Whitebox Advisors, LLC To Confirmation Of The First
Amended Joint Plan Of Reorganization Of Delphi
Corporation And Certain Debtors And Debtors-In-
Possession (Docket No. 11951)*

*Reply filed: Debtors' Reply In Support Of Motion For Order
Approving Multidistrict Litigation And Insurance*

Settlements (Docket No. 10714)

A supplemental reply will be filed.

*Related filings: Order Preliminarily Approving Multidistrict Litigation
And Insurance Settlement (Docket No. 10746)*

*Status: The hearing with respect to this matter will be
proceeding.*

E. Rights Offering Estimation Motion

7. **"Rights Offering Estimation Motion"** – Motion For Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) Estimating Or Provisionally Allowing Certain Unreconciled Claims Solely For Purposes Of Administration Of Discount Rights Offering (Docket No. 11606)

Responses filed: See attached Exhibit B.

Reply filed: An omnibus reply will be filed.

*Related filings: Notice Of Withdrawal Of Pima County's Objection To
The Discount Rights Offering Participation Motion
(Docket No. 11968)*

*Withdrawal Of Objection Of Eikenberry & Associates,
Inc. To Debtors' Motion For Order Pursuant To 11
U.S.C. §§ 105(a) And 502(c) Estimating Or
Provisionally Allowing Certain Unreconciled Claims
Solely For Purposes Of Administration Of Discount
Rights Offering (Docket No. 12088)*

*Notice Of Withdrawal Of Liquidity Solutions, Inc.'s
Objection To The Rights Offering Estimation Motion
(Docket No. 12089)*

*Withdrawal Of Objection Of Rassini, S.A. De C.V. To
The Debtors' Motion For Order Pursuant To 11 U.S.C.
§§ 105(a) And 502(c) Estimating Or Provisionally
Allowing Certain Unreconciled Claims For Purposes Of
Administration Of Discount Rights Offering (Docket No.
12093)*

Withdrawal Of Objection Of Creditor F&G Multi-Slide Inc. To Motion For Order Pursuant To 11 U.S.C. §§105 (a) And 502(c) Estimating Or Provisionally Allowing Claim Solely For Purposes Of Administration Of Discount Rights Offering To Extent Relating To Proposed Discount Rights Offering Participation Amount (Docket No. 12136)

Withdrawal Of Objection Of Creditor F&G Tool & Die Co. Inc. To Motion For Order Pursuant To 11 U.S.C. §§105 (a) And 502(c) Estimating Or Provisionally Allowing Claim Solely For Purposes Of Administration Of Discount Rights Offering To Extent Relating To Proposed Discount Rights Offering Participation Amount (Docket No. 12137)

Status: The hearing with respect to this matter will be proceeding.

Dated: New York, New York
January 16, 2008

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Exhibit A

Objections to First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (Agenda Item No. 5)¹

Caspian Capital Advisors, LLC, et al. (Docket No. 11471)

International Union, United Automobile, Aerospace And Agricultural Implement Workers Of America ("UAW") (Docket No. 11475). Counsel for the UAW has advised that a Supplement To Objection Of UAW To Confirmation Of Debtors' First Amended Joint Plan Of Reorganization will be filed.

International Union, United Automobile, Aerospace And Agricultural Implement Workers Of America ("UAW") (Docket No. 11580)

International Union Of Electronic, Electrical, Salaried, Machine And Furniture Workers-Communications Workers Of America ("IUE-CWA") (Docket No. 11582)

Sharyl Y. Carter (Docket No. 11753)

Texas Taxing Authorities (Docket No. 11754)

KenSa LLC (Docket No. 11791)

Comerica Leasing Corporation (Docket No. 11792)

Freudenberg-NOK General Partnership And Freudenberg-NOK, Inc. (Docket No. 11804)

Sharyl Y. Carter (Docket No. 11806)

Darla and Alvin Schmidt (Docket No. 11811)

Frank X. Budelewski (Docket No. 11812)

Randy Halazon (Docket Nos. 11822, 12016)

Pima County, Arizona (Docket No. 11823)

Hildalgo County (Docket No. 11847)

¹ Responses listed in bold were filed after the January 11, 2008 4:00 p.m. (prevailing Eastern time) objection deadline established under the *December 28, 2007 Notice Of Filing Of Exhibits With Respect To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession* (Docket No. 11608).

Lear Corporation (Docket No. 11849)

Comerica Leasing Corporation (Docket No. 11852)

KenSa LLC (Docket No. 11853)

Freudenberg-NOK General Partnership And Freudenberg-NOK, Inc. (Docket No. 11855)

Cooper-Standard Automotive, Inc. (Docket No. 11867)

Equistar Chemicals, L.P. (Docket No. 11869)

American Axle & Manufacturing, Inc. (Docket No. 11871)

Bank Of America, N.A. (Docket No. 11872)

Automodular Corporation (Docket No. 11876)

Robert Bosch GmbH and Robert Bosch LLC (Docket No. 11881)

Audio MPEG, Inc. and S.I.SV.EL., S.p.A. (Docket No. 11883)

Michigan Department Of Environmental Quality (Docket No. 11885)

Fujikura America, Inc. (Docket No. 11888)

AT&T Entities (Docket No. 11894)

Johnson County, Kansas (Docket Nos. 11906, 12075)

Riverside Claims, LLC (Docket No. 11908)

Timken Company And Timken U.S. Corp. (Docket No. 11927)

Law Debenture Trust Company Of New York (Docket No. 11935)

Liquidity Solutions, Inc. (Docket No. 11937)

International Union, United Automobile, Aerospace And Agricultural Implement Workers Of America ("UAW") (Docket No. 11938)

Lead Plaintiffs (Docket No. 11939)

Retiree Claimants (Docket No. 11940)

Equity Corporate Housing (Docket No. 11944)

Pension Benefit Guaranty Corporation (Docket No. 11949)

United States Of America (Docket No. 11950)

Davidson Kempner Capital Management LLC, et al. (Docket No. 11951)

Fiduciary Counselors, Inc. (Docket No. 11957)

ERISA Lead Plaintiffs (Docket No. 11973)

Wilmington Trust Company (Docket No. 12012)

Larry Vanderpool (Docket No. 12013)

Robert W. Ward (Docket No. 12017)

Limited Objection Of IUE-CWA And Affiliated Locals To Debtors' Proposed Management Compensation Plan And Salaried Employee Compensation Program (Docket No. 12026)

International Union Of Electronic, Electrical, Salaried, Machine And Furniture Workers-Communications Workers Of America ("IUE-CWA") (Undocketed And Filed Under Seal)

Orval W. Wright (Docket No. 12079)

Keith Miller (Docket No. 12080)

Monroe County Water Authority (Docket No. 12081)

Naomi M. Frye (Docket No. 12083)

Objections to Cure²

MacArthur Corporation (Docket No. 11768)

F&G Multislide, Inc. (Docket No. 11801)

F&G Tool & Die Co. Inc. (Docket No. 11802)

Ad Hoc Trade Committee (Docket No. 11803)

Liquidity Solutions, Inc. (Docket No. 11921)

Eaton Corporation (Docket No. 11962)

Atmel Corporation (Docket No. 11969)

² Responses listed in bold were filed after the January 11, 2008 4:00 p.m. (prevailing Eastern time) objection deadline established under the *December 28, 2007 Notice Of Filing Of Exhibits With Respect To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession* (Docket No. 11608).

Clarion Corporation (Docket No. 11983)

American Aikoku Alpha, Inc. (Docket No. 12086)

Exhibit B

Objections to Rights Offering Estimation Motion (Agenda Item No. 7)³

KenSa LLC (Docket No. 11789)

Comerica Leasing Corporation (Docket Nos. 11793)

F&G Multi-Slide Inc. (Docket No. 11798)

F&G Tool & Die Co. Inc. (Docket No. 11800)

Freudenberg-NOK, General Partnership And Freudenberg-NOK, Inc. (Docket No. 11805)

Robert E. Dettinger (Docket No. 11815)

Pima County, Arizona (Docket No. 11824)

Caspian Capital Advisors, LLC, et al. (Docket No. 11830)

Lear Corporation (Docket No. 11848)

David N. Goldsweig (Docket No. 11854)

KenSa LLC (Docket No. 11856)

Freudenberg-NOK, General Partnership And Freudenberg-NOK, Inc. (Docket No. 11857)

Comerica Leasing Corporation (Docket No. 11858)

Cooper-Standard Automotive Inc. (Docket No. 11868)

Fraenkische USA, LP (Docket No. 11875)

Eikenberry & Associates, Inc. (Docket No. 11877)

Robert Bosch GmbH And Robert Bosch LLC (Docket No. 11879)

Harman Becker Automotive Systems, Inc. (Docket No. 11889)

SPCP Group L.L.C. (Docket No. 11892)

³ Responses listed in bold were filed after the January 11, 2008 4:00 p.m. (prevailing Eastern time) objection deadline established under the *Motion For Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) Estimating Or Provisionally Allowing Certain Unreconciled Claims Solely For Purposes Of Administration Of Discount Rights Offering* (Docket No. 11606).

James Hutz, Jr. (Docket No. 11893)

Denso International America, Inc. (Docket No. 11895)

O&R Precision Grinding, Inc. (Docket No. 11896)

FCI USA, Inc. (Docket No. 11907)

WESCO Distribution, Inc. (Docket No. 11910)

PPG Industries, Inc. (Docket No. 11911)

TIP Engineering Group, Inc. (Docket No. 11912)

AT&T Entities (Docket No. 11915)

Riverside Claims, LLC (Docket No. 11916)

Tecnomec S.R.L. (Docket No. 11918)

Liquidity Solutions, Inc. (Docket No. 11919)

Temic Automotive Of North America, Inc. (Docket No. 11923)

Motorola, Inc. (Docket No. 11924)

SPCP Group L.L.C. (Docket No. 11926)

Johnson Controls, Inc. (Docket No. 11930)

Johnson Controls, Inc. (Docket No. 11932)

York International Corporation (Docket No. 11933)

Equity Corporate Housing (Docket No. 11941)

Rassini, S.A. de C.V. (Docket No. 11943)

General Electric Capital Corporation (Docket No. 11948)

Kilroy Realty, L.P. (Docket No. 11952)

John E. Benz & Co. (Docket No. 11953)

James Penney (Docket No. 11987)

Sierra Liquidity Fund, LLC/Mayville Engineering Co., Inc. (Docket No. 11988)

Sierra Liquidity Fund, LLC/K.T.K. Steel Drum Corporation (Docket No. 11989)

Sierra Liquidity Fund, LLC/Three 60 Productions (Docket No. 11990)

Sierra Liquidity Fund, LLC/Schaefer Systems International (Docket No. 11992)

Sierra Liquidity Fund, LLC>Showers Group Inc. & Shepard Mft. Co. (Docket No. 11993)

Sierra Liquidity Fund, LLC/El Paso Heater & Supply (Docket No. 11994)

Sierra Liquidity Fund, LLC/Ceramtec North America (Docket No. 11995)

Sierra Liquidity Fund, LLC/New England Interconnect Systems, Inc. (Docket No. 11996)

Sierra Liquidity Fund, LLC/Atlas Pressed Metals (Docket No. 11997)

Sierra Liquidity Fund, LLC/Eissman Group (Docket No. 11998)

Sierra Liquidity Fund, LLC/Warner Supply, Inc. (Docket No. 11999)

Sierra Liquidity Fund, LLC/Skyworld Interactive Inc. (Docket No. 12000)

Sierra Liquidity Fund, LLC/HTT Inc. (Docket No. 12001)

Sierra Liquidity Fund, LLC/ABCO Fire Protection, Inc. (Docket No. 12002)

Sierra Liquidity Fund, LLC/Dynamic Corporation (Docket No. 12003)

Sierra Liquidity Fund, LLC/Precision Wire Technologies (Docket No. 12004)

Sierra Liquidity Fund, LLC/Alexandria Extrusion Co. (Docket No. 12005)

Sierra Liquidity Fund, LLC/PVI Industrial Washing (Docket No. 12006)

Sierra Liquidity Fund, LLC/K A Technologies (Docket No. 12007)

Sierra Liquidity Fund, LLC/SMK Electronics Corp. (Docket No. 12008)

Patricia A. Gordon (Docket No. 12014)

Michael L. Julius (Docket No. 12015)

Small Parts, Inc. (Docket No. 12046)